

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
*Office of the Secretary of State*  
Matthew A. Brown  
Secretary of State

**CERTIFICATE OF MERGER OR CONSOLIDATION  
INTO**

**Bank of America Corporation**

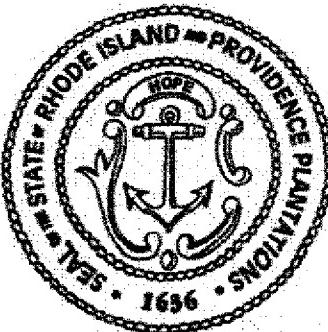
I, MATTHEW A. BROWN, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that duplicate originals of Articles of Merger of **Bank of America Corporation**, a foreign corporation, and **FleetBoston Financial Corporation**, a domestic corporation. Duly signed and verified pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, have been received in this office and are found to conform to law. The affixed is a duplicate original of the Articles of Merger or Consolidation.

WITNESS my hand and the seal  
of the State of Rhode Island and  
Providence Plantations on this  
31<sup>st</sup> day of March, 2004.

A handwritten signature in black ink that appears to read "Matthew Brown".

Secretary of State

By A handwritten signature in black ink that appears to read "Catherine T. Moyer".



**Filing Fee: See Page 4**

ID Number: 6486



## **STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**ARTICLES OF MERGER OR CONSOLIDATION INTO  
(To Be Filed In Duplicate Original)**

**Bank of America Corporation**

(Insert full name of surviving or new entity on this line.)

10. The following table shows the number of hours worked by each employee in a company.

**SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of  Merger or  Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Bank of America Corporation	Business Corporation	Delaware
FleetBoston Financial Corporation	Business Corporation	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Bank of America Corporation  
which is to be governed by the laws of the state of Delaware

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:  
N/A

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

Bank of America Corporation, Bank of America Corporate Center, Charlotte,  
NC 28255, Attn: General Counsel

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) April 1, 2004

**SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if applicable, \_\_\_\_\_.

FITTED

MAR 31 2004

By 12/2005

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Entitled to Vote as a Class			
Name of Business Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
<u>Bank of America Corporation</u> <u>(See Exhibit 1)</u>			
<u>FleetBoston Financial Corporation</u>	<u>1,068,227,252</u>		

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1-1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

Entitled to Vote as a Class					
Name of Business Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against
<u>Bank of America Corporation</u> <u>(See Exhibit 2)</u>					
<u>FleetBoston Financial Corporation</u>	<u>746,106,773</u>	<u>6,448,296</u>			

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.
- d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i) The name of the subsidiary corporation is \_\_\_\_\_
- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class

- iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on \_\_\_\_\_

\*\*\*\*\*

**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

\*\*\*\*\*  
**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
  
  - b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.
- \*\*\*\*\*

**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

BANK OF AMERICA CORPORATION

Print Entity Name

By: Clark Marie V. Serrao

Name of person signing

SENIOR VICE PRESIDENT

Title of person signing

By: Rachel R. Cummings

Name of person signing

Secretary

Title of person signing

STATE OF NORTH CAROLINA  
 COUNTY OF MECKLENBURG

In CHARLOTTE, NC, on this 25th day of MARCH, 2004, before me personally appeared RACHEL R. CUMMINGS, who, being duly sworn, declared that he/she is the SECRETARY of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Carol A. Carter

Notary Public

My Commission Expires: Feb. 26, 2006

Print Entity Name

By:

Name of person signing

Title of person signing

By:

Name of person signing

Title of person signing

STATE OF \_\_\_\_\_  
 COUNTY OF \_\_\_\_\_

In \_\_\_\_\_, on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, before me personally appeared \_\_\_\_\_ who, being duly sworn, declared that he/she is the \_\_\_\_\_ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public

My Commission Expires:

\*\*\*\*\*  
**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- 
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.
- 

**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Print Entity Name

By: \_\_\_\_\_ Name of person signing \_\_\_\_\_ Title of person signing  
 By: \_\_\_\_\_ Name of person signing \_\_\_\_\_ Title of person signing

STATE OF \_\_\_\_\_  
 COUNTY OF \_\_\_\_\_

In \_\_\_\_\_, on this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_ who, being duly sworn, declared that he/she is the \_\_\_\_\_ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public  
 My Commission Expires: \_\_\_\_\_

Fleet Boston Financial Corporation  
 Print Entity Name

By: Lauren A. Mogensen Senior Vice President  
 Name of person signing Title of person signing  
 By: Angela T. Masters Assistant Secretary  
 Name of person signing Title of person signing

STATE OF Massachusetts  
 COUNTY OF Suffolk

In Boston MA, on this 26<sup>th</sup> day of March, 2004, before me personally appeared Lauren A. Mogensen who, being duly sworn, declared that he/she is the Asst. Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Angela T. Masters  
 Notary Public  
 My Commission Expires: 2/2/07

ID Number: 6486

**Exhibits to Articles of Merger  
of  
Bank of America Corporation  
and  
FleetBoston Financial Corporation**

**Exhibit 1**

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class *</u>	
		<u>Designation Of Class</u>	<u>Number of Shares</u>
Bank of America Corporation	1,449,884,203	Common	1,448,614,603
		ESOP Preferred	1,261,824
		Series B Preferred	7,776

\* The Common Shares, ESOP Preferred Shares and Series B Preferred Shares all vote together as a single class. The Common Shares and Series B Shares are entitled to one vote per share; the ESOP Preferred Shares are entitled to two votes per share.

**Exhibit 2**

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class *</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Bank of America Corporation	976,783,647	23,964,240	Common	975,984,374	23,925,577
			ESOP		
			Preferred	793,532	38,649
			Series B		
			Preferred	5,741	14

\* The Common Shares, ESOP Preferred Shares and Series B Preferred Shares all vote together as a single class. The Common Shares and Series B Shares are entitled to one vote per share; the ESOP Preferred Shares are entitled to two votes per share.